

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF VIRGINIA  
HARRISONBURG DIVISION**

**YOUSTAKE, INC.,  
and  
FRANK DEGEORGE**

**Plaintiffs,**

**v.**

**CASE NO: 5:17-cv-00065**

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION and  
JAY CLAYTON, in his official  
capacity as Chairman of the  
United States Securities and  
Exchange Commission,**

**Defendants.**

**MOTION TO DISMISS FOR LACK OF  
SUBJECT MATTER JURISDICTION AND  
FAILURE TO STATE A CLAIM UPON WHICH  
RELIEF CAN BE GRANTED**

Defendants United States Securities and Exchange Commission and Jay Clayton in his official capacity as Chairman of the United States Securities and Exchange Commission (collectively, “Defendants”), by counsel and pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, move this Court to dismiss Plaintiffs’ Complaint For Declaratory Judgment for lack of subject matter jurisdiction and failure to state a claim upon which relief can be granted. The reasoning and authorities supporting this motion are set forth in the accompanying Securities And Exchange Commission’s Memorandum of Law In Support of Its Motion to Dismiss. For the reasons set forth in the accompanying Memorandum, Defendants respectfully

request that this Court enter an Order granting the Motion to Dismiss, and dismissing the Plaintiffs' Complaint For Declaratory Judgment with prejudice.

Respectfully Submitted,  
Melinda Hardy  
Assistant General Counsel

Date: September 12, 2017

/s/ Ann Rosenfield  
Ann Rosenfield  
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CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of September, 2017, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to the following:

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/s/ Ann Rosenfield  
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